

STRATEGIC INVESTMENT AND ACQUISITION COMMITTEE CHARTER

MEDIDATA SOLUTIONS, INC. (Adopted as of August 17, 2016)

I. PURPOSE

The purpose of the Strategic Investment and Acquisition Committee (the “Committee”) of the Board of Directors (the “Board”) of Medidata Solutions, Inc. (the “Company”) is to assist the Board and the Company in overseeing acquisitions, joint ventures and strategic investments made by the Company.

This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may establish policies and procedures from time to time that it deems necessary or advisable in fulfilling its responsibilities.

II. COMPOSITION

The Committee shall be comprised of at least three (3) members, (1) each of whom shall be a member of the Company’s Board, and (2) at least half of whom shall satisfy applicable independence requirements (as determined from time to time by the Nominating and Governance Committee, in accordance with the Company’s Corporate Governance Guidelines, applicable regulations, the Listing Rules of The NASDAQ Stock Market LLC (“NASDAQ Listing Rules”) and applicable law). Members of the Committee and a Chair shall be appointed, and may be removed, with or without cause, by the Board.

III. DUTIES AND RESPONSIBILITIES

The operation of the Committee will be subject to the provisions of the Bylaws of the Company and the Delaware General Corporation Law, each as in effect from time to time. The following are the duties and responsibilities of the Committee and may be modified by the Board from time to time:

1. Consider and approve proposals for acquisitions, joint ventures and strategic investments up to certain threshold amounts of value as approved by the Board, provided that such transaction is not with a company that is directly or indirectly affiliated with any director or executive officer of the Company.
2. Periodically review the performance of completed acquisitions, joint ventures and strategic investment transactions with the Company’s management in the manner the Committee deems necessary and appropriate.
3. Periodically review the integration plans and status of integration of acquired companies in the manner the Committee deems necessary and appropriate.
4. Assist management in evaluating financing opportunities, and make recommendations to the Board concerning equity and debt funding as may be

needed to complete desired acquisitions, joint ventures and strategic investment transactions.

5. Review the effectiveness of the Committee on an annual basis.
6. Perform any other activities or responsibilities from time to time assigned to such Committee by action of the Board of Directors which are consistent with this Charter as the Board of Directors deems necessary or appropriate.
7. Update the Board on a periodic basis as to the deliberations and decisions of the Committee.
8. Review and assess the adequacy of this Charter annually, or more often as circumstances dictate, and update or revise the Charter as appropriate.

IV. MEETINGS

The Committee shall meet in person or telephonically as often as may be necessary or appropriate, at the discretion of the Chair of the Committee. Prior to each meeting, the Chair of the Committee will circulate or discuss the agenda for the meeting with each member of the Committee. When appropriate, the Committee may meet in separate executive sessions with management, employees, legal counsel, internal audit, and the independent auditor to discuss matters that the Committee or the other groups believe warrant Committee attention.

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The Chair of the Committee may also request that members of management, legal counsel, or other advisors attend the meetings of the Committee.

V. MINUTES AND REPORTS

Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to each member of the Committee for review and approval, and then circulated to the members of the Board who are not members of the Committee. The Secretary or Assistant Secretary of the Company shall archive the approved minutes.